

Each partner, officer, director, associate, employee, and agent of a registrant is required to file a short form registration statement unless he engages in no activities in furtherance of the interests of the registrant's foreign principal or unless the services he renders to the registrant are in a secretarial, clerical, or in a related or similar capacity.

Privacy Act Statement. The filing of this document is required by the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, for the purposes of registration under the Act and public disclosure. Provision of the information requested is mandatory, and failure to provide this information is subject to the penalty and enforcement provisions established in Section 8 of the Act. Every registration statement, short form registration statement, exhibit, amendment, copy of informational materials or other document or information filed with the Attorney General under this Act is a public record open to public examination, inspection and copying during the posted business hours of the Registration Unit in Washington, DC. Statements are also available online at the Registration Unit's webpage: <http://www.fara.gov/>. One copy of every such document, other than informational materials, is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of any and all documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. The Attorney General also transmits a semi-annual report to Congress on the Administration of the Act which lists the names of all agents registered under the Act and the foreign principals they represent. This report is available to the public in print and online at: <http://www.fara.gov/>.

Public Reporting Burden. Public reporting burden for this collection of information is estimated to average .429 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Counterespionage Section, National Security Division, U.S. Department of Justice, Washington, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

1. Name David Keene	2. Registration No. 5727
3. Residence Address(es) 5602 Dawes Avenue Alexandria, VA 22311	4. Business Address(es) 1301 K Street, NW Suite 800 East Washington, DC 20005
5. Year of Birth 05/20/1945 Nationality U.S.A. Present Citizenship U.S.A.	6. If present citizenship was not acquired by birth, indicate when, and how acquired.
7. Occupation Lobbyist	
8. What is the name and address of the primary registrant? Name Carmen Group Incorporated	Address 1301 K Street, NW, Suite 800 East Washington, DC 20005
9. Indicate your connection with the primary registrant: <input type="checkbox"/> partner <input type="checkbox"/> director <input checked="" type="checkbox"/> employee <input type="checkbox"/> consultant <input type="checkbox"/> officer <input type="checkbox"/> associate <input type="checkbox"/> agent <input type="checkbox"/> subcontractor <input type="checkbox"/> other (specify) _____	
10. List every foreign principal to whom you will render services in support of the primary registrant. Bayelsa State Government (Nigeria) Bank of Montreal	
11. Describe separately and in detail all services which you will render to the foreign principal(s) listed in Item 10 either directly, or through the primary registrant listed in Item 8, and the date(s) of such services. (If space is insufficient, a full page insert must be used.) See Exhibit 1	

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12. Do any of the above described services include political activity as defined in Section 1(o) of the Act and in the footnote below?
Yes No

If yes, describe separately and in detail such political activity.
See Exhibit 1.

13. The services described in Items 11 and 12 are to be rendered on a
 full time basis part time basis special basis

14. What compensation or thing of value have you received to date or will you receive for the above services?
 Salary: Amount \$ _____ per _____ Commission at _____ % of _____
 Salary: Not based solely on services rendered to the foreign principal(s).
 Fee: Amount \$ _____ Other thing of value _____

15. During the period beginning 60 days prior to the date of your obligation to register to the time of filing this statement, did you make any contributions of money or other things of value from your own funds or possessions and on your own behalf in connection with any election to political office or in connection with any primary election, convention, or caucus held to select candidates for any political office? Yes No

If yes, furnish the following information:

Date	Amount of thing of value	Name of political organization
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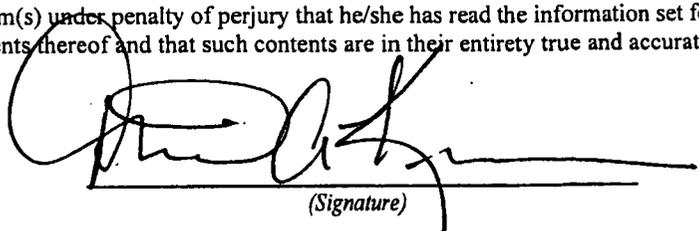
Name of candidate

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EXECUTION

In accordance with 28 U. S.C. § 1746, the undersigned swears or affirm(s) under penalty of perjury that he/she has read the information set forth in this registration statement and that he/she is familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his/her knowledge and belief.

(Date of signature)


(Signature)

Footnote: Political activity as defined in Section 1(o) of the Act means any activity which the person engaging in believes will, or that the person intends to, in any way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political or public interests, policies, or relations of a government of a foreign country or a foreign political party.

SCOPE OF WORK- Bank of Montreal

Carmen Group shall provide consulting services to Client as follows:

- 1 Carmen Group will prepare a strategic plan for Client to compete in the U.S. federal sales marketplace. This strategic plan will provide a strategy to respond to GSA's SmartPay 2 Request for Proposals and will identify certain other public sector markets for Client's credit card services. The strategic plan will be prepared and delivered to Client on or before October 31, 2006. Included in this phase of the project will be appropriate review of Client's submission to the RFP and initial outreach to market Client's credit card services within the GSA.
- 2 Beginning on November 1, 2006, in addition to continuing to review and consult with Client on its submissions on the SmartPay 2 RFP, and marketing Client's credit card services within the GSA until the lockdown period for the RFP begins, Carmen Group will market Client's credit card services to federal, state and local agencies that are outside the scope of the SmartPay 2 program, as well as, private sector companies. Carmen Group agrees to not represent any other credit card issuer in the Smart Pay 2 procurement or to market another issuer's card services during the Term of this Agreement as defined in Section 2.01 herein.
- 3 Once Client is invited to participate in the SmartPay 2 program, Carmen Group shall broaden its marketing efforts for Client's credit card services to Federal Government agencies that are eligible to participate in the SmartPay 2 program.

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